

VEZA Telecom, Inc.'s Application for a Certificate of Interexchange Authority to Operate as a Reseller
of Telecommunications Services in the Entire State of Illinois

EXHIBIT B

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be: VEZA, INC.

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware, 19808. The name of its registered agent at such address is The Company Corporation.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock, which this corporation is authorized to issue, is One Thousand (1,000) shares of common stock with a par value of \$1.00

FIFTH: The name and address of the incorporator is as follows:

The Company Corporation
2711 Centerville Road
Suite 400
Wilmington, Delaware 19808

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 6th day of June, 2007.

The Company Corporation, Incorporator

By: : /s/ Sparkle Harding
Sparkle Harding
Assistant Secretary

County of New Castle
Dated: June 6, 2007

ORGANIZATION ACTION IN WRITING OF INCORPORATOR

OF

VEZA, INC.

(Organized on June 6, 2007)

The following action is taken this day through this instrument by the incorporator of the above corporation:

1. The election of the following person[s] to serve as the director[s] of the corporation until the first annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal:

MARIA ALFIERI

The Company Corporation, Incorporator

By:


Name: Sparkle Harding
Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:20 AM 08/27/2007
FILED 09:43 AM 08/27/2007
SRV 070957896 - 4365262 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

VEZA, INC.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of _____
VEZA, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

THE NAME OF THE CORPORATION SHALL BE AS FOLLOWS:

VEZA TELECOM, INC.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said CORPORATION
has caused this certificate to be signed by

MARIA ALFIERI, an Authorized Officer,
this 27th day of August, 2007.

By: /s/ Maria Alfieri
Authorized Officer
Title: President

Name: Maria Alfieri
Print or Type

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VEZA, INC.", CHANGING ITS NAME FROM "VEZA, INC." TO "VEZA TELECOM, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2007, AT 9:43 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4365262 8100

070957896



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5958144

DATE: 08-28-07

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VEZA TELECOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VEZA TELECOM, INC." WAS INCORPORATED ON THE SIXTH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4365262 8300

080475339



Harriet Smith Windsor
AUTHENTICATION: 6550333
Harriet Smith Windsor, Secretary of State

DATE: 04-28-08

080475339



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 30, 2008

6610-850-3

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE VEZA TELECOM, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FORM **BCA 13.15** (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

FILED

APR 30 2008

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

File #

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150.- Franchise Tax \$ 25.- Penalty/Interest \$ - Total \$ 175.- Approved: ryj
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: VEZA TELECOM, INC.

(Complete Item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation DELAWARE Date of Incorporation 06/06/2007 Period of Duration PERPETUAL

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
110 Mansell Circle, #107 (If none, so state)
Roswell, GA 30075 None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: Illinois Corporation Service Company

First Name	Middle Initial	Last name
Registered Office: <u>801 Adlai Stevenson Drive</u>		
<u>Springfield, IL</u>	<u>62703</u>	<u>Bangamon</u>
<u>City</u>	<u>ZIP Code</u>	<u>County</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
<u>President Maria Alfieri</u>	<u>110 Mansell Circle, #107</u>	<u>Roswell</u>	<u>GA</u>	<u>30075</u>
<u>Secretary</u>				
<u>Director</u>				
<u>Director</u>				
<u>Director</u>				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

1+ Long Distance Reseller

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and permitted under the Illinois Business Corporation Act of 1983.

8. Authorized and issued shares:

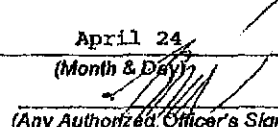
Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		1.00	1,000	1,000
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:				
			\$	0
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:				
			\$	25,000
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:				
			\$	5,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No, not until certified
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 24, 2008
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Maria Alfieri - President
(Print Name and Title)

VEZA Telecom, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.